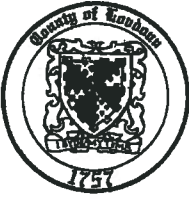


# Tab 4





## Loudoun County, Virginia

[www.loudoun.gov](http://www.loudoun.gov)

### County Administration

1 Harrison Street, S.E., 5th Floor, P.O. Box 7000, Leesburg, VA 20177-7000

Telephone (703) 777-0200 • Fax (703) 777-0325

At a public hearing of the Board of Supervisors of Loudoun County, Virginia, held in the County Government Center, Board of Supervisors' Meeting Room, 1 Harrison St., S.E., Leesburg, Virginia, on Tuesday, December 14, 2004 at 6:30 p.m.

PRESENT: Scott K. York, Chairman  
Bruce E. Tulloch, Vice Chairman  
James G. Burton  
James E. Clem  
Eugene A. Delgaudio  
Sally R. Kurtz  
Stephen J. Snow  
Mick Staton Jr.  
Lori L. Waters

### IN RE: ZCPA 2004-0009 / KIRKPATRICK FARMS

Mr. Snow moved that the Board of Supervisors suspend the rules.

Seconded by Mr. Tulloch.

Voting on the Motion: Supervisors Burton, Clem, Delgaudio, Kurtz, Snow, Staton, Tulloch, Waters and York – Yes; None – No.

Mr. Snow moved that the Board of Supervisors approve ZCPA 2004-0009, Kirkpatrick Farms, including the concept development plan dated September 1, 1995, revised through June 12, 1997 and the proffers dated November 15, 2004.

Seconded by Mr. Staton

Voting on the Motion: Supervisors Burton, Clem, Delgaudio, Kurtz, Snow, Staton, Tulloch, Waters and York – Yes; None – No.

A COPY TESTE:

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DEPUTY CLERK FOR THE LOUDOUN  
COUNTY BOARD OF SUPERVISORS

## PLANNING COMMISSION REVIEW AND FINDINGS

The Planning Commission reviewed the application at the November 15, 2004 public hearing. No one from the public spoke regarding the application. The Commission asked whether the removal of the residential cap would create capacity issues with other schools serving the Kirkpatrick Farms development. School Board staff noted that Mercer Middle School and Freedom High School have adequate capacity to serve the community as it develops. The Planning Commission voted 8-0-1 (Beerman absent) to forward the application to the Board of Supervisors with a favorable recommendation.

1. At the time of the rezoning, the development conformed to the land use policies specified in the Revised General Plan, which called for suburban residential development on the subject site.
2. The proposal does not propose to increase the number of units or residential density previously approved in the 1997 rezoning.
3. Approval of the application will allow the early conveyance of the proffered elementary school site and construction of supporting infrastructure.
4. The application will not increase the total number of vehicle trips associated with the development. Transportation improvements will be constructed in accordance with the approved proffers.

**KIRKPATRICK FARMS  
ZCPA 2004-0009**

**PROFFER STATEMENT**

**November 15, 2004**

Pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Section 6-1209 of the Loudoun County Zoning Ordinance (1993), as amended (the "Zoning Ordinance"), Two Greens/Kirkpatrick L.L.C., (the "Applicant" and the "Owner"), the undersigned Owner of the property identified as Loudoun County Tax Map references Map 105, Parcel 15; Map 105, Parcel B((7)) M1; Map 105, Parcel B((9)), Section F; and Map 105, Parcel B((10)), Section G (MCPI#'s: 249-39-3807; 249-10-8066; 206-35-0878; and 206-35-4351) (the "Property") and further identified on Sheets 2 and 3 of ZMAP 1995-0014 concept development plan, on behalf of itself and its successors in interest, hereby voluntarily proffers that the development of the Property subject to ZCPA 2004-0009 shall be in substantial conformity with the proffers as set forth below.

All proffers made herein are contingent upon approval of ZCPA 2004-0009.

**I. RELATIONSHIP WITH ZMAP 1995-0014, KIRKPATRICK FARMS**

Except as provided for below, the Property shall remain subject to the ZMAP 1995-0014, Kirkpatrick Farms, proffer statement dated March 17, 1997, and letter of clarification dated July 2, 1997, and the concept development plan prepared by Huntley, Nyce & Associates, Ltd., dated September 1, 1995 and revised through June 12, 1997, which includes the alternative concept development plan dated April 16 and 17, 1997 and revised through June 12, 1997, and the modifications to the Zoning Ordinance and Facilities Standards Manual to permit pipe stem lots. This ZCPA 2004-0009 amends one condition of zoning. It removes the annual cap on residential construction for Phases II and III of Kirkpatrick Farms, the Property.

**II. DELETION OF ANNUAL CAP ON RESIDENTIAL CONSTRUCTION**

The annual cap on residential construction contained in Paragraph 14, Time-Phasing of Development, of the ZMAP 1995-0014 Letter of Clarification dated July 2, 1997, is hereby deleted.

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

Owner and Applicant

**TWO GREENS/KIRKPATRICK  
L.L.C.** a Virginia limited liability  
company

By: \_\_\_\_\_ (SEAL)

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) to-wit:  
COUNTY/CITY OF \_\_\_\_\_ )

The foregoing Proffer Statement was acknowledged before me this \_\_\_\_\_ day  
of \_\_\_\_\_, 2004, by \_\_\_\_\_, as \_\_\_\_\_ of  
Two Greens/Kirkpatrick L.L.C.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_







## Loudoun County, Virginia

---

Office of the County Administrator

1 Harrison Street, S.E., 5th Floor, P.O. Box 7000, Leesburg, VA 20177-7000

703/777-0200 - Metro: 703/478-8439 - Fax: 703/777-0320

At a meeting of the Board of Supervisors of Loudoun County, Virginia, held in the County Government Center, Board of Supervisors' Meeting Room, 1 Harrison Street, S.E., Leesburg, Virginia, on Wednesday, July 2, 1997 at 9:00 a.m.

PRESENT: Dale Polen Myers, Chairman  
Joan G. Rokus, Vice Chairman  
Lawrence S. Beerman II  
James G. Burton  
Helen A. Marcum  
David G. McWatters  
Eleanore C. Towe  
Scott K. York  
Steven D. Whitener

IN RE: ZONING MAP 1995-0014, KIRKPATRICK FARMS (MERCER DISTRICT)

Mr. Whitener moved to approve Zoning Map 1995-0014, Kirkpatrick Farms, subject to the proffer statement dated March 17, 1997, and letter of proffer clarification dated July 2, 1997, and the Concept Development Plan prepared by Huntley, Nyce & Associates, Ltd., dated September 1, 1995 and revised through June 12, 1997, which include the Alternative Concept Development Plan dated April 16, 1997, and revised through June 12, 1997, and the modifications to the Zoning Ordinance and the Facilities Standards Manual to permit pipestem lots.

Seconded by Mrs. Marcum.

Voting on the Motion: Supervisors Myers, Beerman, Marcum, Rokus and Whitener - Yes;  
Burton, McWatters, Towe and York - No.

A COPY TESTE:

Signature

DEPUTY CLERK FOR THE LOUDOUN COUNTY  
BOARD OF SUPERVISORS

PLM:REJUL2A.97

(703) 777-1900  
FAX: (703) 777-3937

LAW OFFICES  
STEPHEN P. ROBIN  
1 NORTH KING STREET  
LEESBURG, VIRGINIA 20176

OF COUNSEL TO  
MCGUIRE WOODS  
BATTLE & BOOTHE LLP

July 2, 1997

HAND-DELIVERED

Ms. Dale Polen Myers  
Chairwoman  
Loudoun County Board of Supervisors  
P.O. Box 7000  
5th Floor  
Leesburg, VA 20177

In Re: Kirkpatrick Farms, ZMAP 1995-0014  
Letter of Clarification of Proffer Statement

Dear Mrs. Myers:

This letter is submitted in clarification of the Kirkpatrick Farms Proffer Statement dated March 17, 1997 ("the Proffer Statement"), and in so doing substitutes for and replaces that letter of Proffer Clarification dated June 12, 1997. LK Holding Limited Partnership (the "Applicant") hereby clarifies and amends the Proffer Statement as follows:

1. CONCEPT PLAN: Section I. of the Proffer Statement is hereby clarified to state that any reference in said Statement to the Concept Development Plan means the Concept Development Plan dated September 1, 1995, with revisions through June 12, 1997, comprising Sheets 6-9C.
2. BUFFER TO CNG FACILITY: Section I. of the Proffer Statement is hereby clarified and amended by adding the following language as the third paragraph on page 2:

*"The Applicant will provide a building setback of at least one hundred feet (100') between any dwelling unit constructed on Land Bay N and the nearest perimeter of Lot 1 (containing the block gate and blow-off facility of Consolidated Natural Gas Company), as illustrated on the Concept Development Plan and on the Alternate Concept Development Plan and Phased Plan (the "Alternate Concept Development Plan"), which is hereby made apart of the Concept Development Plan as pages 9A, B, and C thereof. "*

3. REDUCTION IN DENSITY SCENARIO: Section I. of the Proffer Statement is hereby clarified and amended by adding the following language at the end of said section:

*"In the event the County amends its Zoning Ordinance so as no longer to require the building of affordable dwelling units under Article VII of the Zoning Ordinance of Loudoun County prior to record plat approval for lots in any Land Bay on the Property, the Applicant will reduce the number of dwelling units it would otherwise be entitled to build under the terms of the County's approval of ZMAP 1995-0014, as proffered, by the number of affordable dwelling units (161) represented on the Concept Development Plan, as well as eliminate the number of "bonus" market rate units which it would otherwise be allowed to build under said zoning approval and under said Concept Development Plan (55 single family attached dwelling units). The development which the Applicant would be entitled to build with the aforesaid reductions in density is illustrated on the Alternate Concept Development Plan.*

*The Applicant will develop the single family attached dwelling units illustrated in Land Bays N and Q-1/Q-2 on the Alternate Concept Development Plan so as to leave as much undeveloped open space as is consistent with good engineering and development practice between said single family attached dwelling units and the recreation lake and storm water management floodplain depicted south of Land Bay N."*

4. DELETION OF SMALL RETAIL ELEMENT: The language of the Proffer Statement referencing the retail element and the HOA Park/day care/church area is hereby clarified and amended as provided for in Attachment A hereto, which is hereby incorporated by reference.

5. HIGHER AND LOWER DENSITY SCENARIOS - CAPITAL FACILITIES CONTRIBUTION: Section III.C. of the Proffer Statement is hereby clarified and amended in part to provide for the following capital facilities contributions in lieu of those provided for therein:

- a) under 1,385 unit scenario (with ADU's):

Total Contribution: \$1,488,040

Per Unit Contribution: \$1,074.40

- b) under 1, 169 unit scenario (without ADU's):

Total Contribution: \$1,076,810

Per Unit Contribution: \$921.18

6. HIGHER AND LOWER DENSITY SCENARIOS - OPEN SPACE CONTRIBUTION:

Section VI. of the Proffer Statement is hereby clarified and amended in part to provide for the following open space capital contributions in lieu of those provided for therein:

- a) under 1,385 unit scenario (with ADU's):

Total Contribution: \$584,000

Credit for Trail System: \$130,000

Per Unit Contribution: \$327.80

- b) under 1,169 unit scenario (without ADU's):

Total Contribution: \$364,000

Credit for Trail System: \$130,000

Per Unit Contribution: \$200.17

7. CIVIL WAR GRAVE SITE BUFFER: Section I. of the Proffer Statement is hereby clarified and amended by adding the following language after that set out in paragraph 2 of this Letter of Proffer Clarification:

*"The Applicant will so develop the Property as to preserve a buffer of at least twenty-five feet (25') around the perimeter of any cemetery site on the Property containing the remains of Civil War military personnel, and the Applicant will provide access for the public to such cemetery site without the necessity of crossing private property. Nothing provided in this paragraph shall require the Applicant to provide such buffer and/or such public access if to do so would require violating the legal rights of any party, including, without limitation thereby, the legal rights of Loudoun County, the Virginia Department of Transportation, or Consolidated Natural Gas Corporation."*

8. ROUTE 659 IMPROVEMENT SOUTH OF PROJECT ENTRANCE: Section II.B.2.b.1. (p. 12) of the Proffer Statement is hereby clarified and amended by adding the following new paragraph:

*"The construction and right-of-way dedication necessary for two additional lanes to existing Route 659 from Route 620 to the site entrance of Pebble Drive. The existing two lanes shall be improved to VDOT standards for a*

*four-lane divided major collector facility. The Applicant projects that at full buildout of development on the Property, traffic generated by the Project will be seventeen percent (17%) of all the traffic on said link. Therefore, the Applicant will, at anytime after the issuance of first zoning permit for first residential or retail development in Phase II, request that the County reimburse the Applicant from regional roadway contribution funds, or cash in lieu of construction funds, contributed to the County by the owners or developers of property having frontage either on Route 620 between the eastern boundary of the Applicant's property and Route 659 or on Route 659 between Route 620 and the southern boundary of Stone Ridge, provided the Applicant itself has improved the frontage of said property of others pursuant to the Applicant's off-site road construction proffers. Such reimbursement shall be at the discretion of the County. The sum total of such Applicant reimbursement shall not exceed eighty-three percent (83%) of the actual cost of the construction of such link or portion thereof. The Applicant shall not be required to construct any portion of such link, or make any payment of cash in lieu of construction for any portion of said link, constructed by others prior to issuance of first zoning permit for development in Phase II."*

9. LIGHTING OF BALLFIELD: Section I. of the Proffer Statement is hereby clarified and amended by adding the following language to the end of the second full paragraph on page 3:

"Said ballfields shall be equipped with lights appropriate for night play. The Applicant shall, within a reasonable time period after being requested by the County, install such lighting, at the Applicant's expense, on whichever of the two ball fields is designated by the County to be so improved. The lighting on the remaining ballfield shall be done at the expense of others. In connection with this paragraph 3, if the County determines that a Special Exception is necessary to achieve the proffered result, the Applicant will file an application for such Special Exception, within twelve (12) months of the date of County approval of ZMAP 1995-0014, and shall process said application at the Applicant's expense, provided that the Applicant shall request that the County, in the County's discretion, shall waive its filing fee for such application. If the County does not approve such Special Exception, the Applicant shall not be required to provide lighting in accordance with this proffer."

10. LOWER DENSITY SCENARIO DOUBLE FRONTAGE: Section II.B.2.b.3. (pages 13 and 14) of the Proffer Statement is hereby clarified and amended by adding the following language.



*"In the event the County amends its Zoning Ordinance so as no longer to require the building of affordable dwelling units under Article VII of the Zoning Ordinance of Loudoun County prior to approval of first record plat for any building lots on the Property so that the Applicant's density is reduced as provided in paragraph 3 of this letter of clarification, subsection II.B.2.b.3. shall be amended by striking the following language from the last sentence thereof: '...provided that if the proffers of this paragraph have been previously performed by others, the Applicant shall, in lieu thereof, construct an additional two lanes, for a total of four lanes, of a four-lane divided major collector on Route 620 across the frontage of that portion of its Property which has double frontage on Route 620, a distance of approximately 2550 linear feet, prior to commencement of Phase III of the Project.'"*

11. LOWER DENSITY SCENARIO - REIMBURSEMENT FOR ROADWAY IMPROVEMENTS PROFFERED BY STONE RIDGE: Section II.E.3. of the Proffer Statement (Pages 21 and 22) is hereby clarified and amended by adding the following language:

*"In the event the County amends its Zoning Ordinance so as no longer to require the building of affordable dwelling units under Article VII of the Zoning Ordinance of Loudoun County prior to approval of first record plat for any building lots on the Property so that the Applicant's density is reduced as provided in paragraph 3 of this letter of clarification, then, notwithstanding any other provision of this Proffer Statement, should the Applicant construct any of said proffered improvements and/or provide said right-of-way in connection with a) off-site roadway construction on existing Route 659 from the southern boundary of Stone Ridge to Tall Cedars Parkway and, b) from Tall Cedars Parkway north to Route 50 along a new alignment of the West Spine Road (Proffers II.B.2.b.2. and II.B.2.b.3. above), the Applicant shall request the disbursement to the Applicant by the County, at the discretion of the County, of sums equal to the actual cost to the Applicant of such construction and provision of right-of-way, including the cost of the associated turn lanes, relocation of median crossing, and traffic signal. Such reimbursement shall, however, come only from proffer monies received by the County from the developers of Stone Ridge (ZMAP 1994-0017) in lieu of construction of such improvements or from other regional roadway contribution funds proffered by Stone Ridge in ZMAP 1994-0017, or from the owners or developers of property having frontage either on Route 620 between the eastern boundary of the Applicant's property and Route 659 or on Route 659 between Route 620 and the southern boundary of Stone Ridge, provided the Applicant itself has, prior to such Proffer payment, improved the frontage*

*of said property of others pursuant to the Applicant's off-site road construction proffers. "*

12. REVERSE FRONTAGE ON CERTAIN INTERNAL ROADS: Section II.A. of the Proffer Statement is hereby clarified and amended by adding the following language to the first full paragraph:

*"No individual residential units shall front on the following roads shown on the Concept Development Plan, nor shall any individual residential lots have direct access to such roads:*

- 1. the through roads illustrated on the Concept Development Plan north of Route 620, and*
- 2. the through roads shown on the Concept Development Plan south of Route 620 other than the roadway west of the power lines and that roadway which serves Land Bay K."*

13. HIGHWAY NOISE BUFFER DELINEATION: Section II. of the Proffer Statement is hereby clarified and amended by adding a new Section I. Highway Noise Buffers):

*"I. Highway Noise Buffers*

*At the time of filing of application for preliminary subdivision approval for any portion of development on the subject tract, the Applicant shall establish to the reasonable satisfaction of the County that no lot lines proposed by such application are within the highway noise buffer zone specified in the immediately following sentence. The Applicant acknowledges that its Highway Noise Study, February 10, 1997, would establish that zone at the following distances, unless highway noise is lessened by berming or other noise reduction technique approved by the County on application for modification by the Applicant: from Route 659/West Spine Road, seventy-seven feet (77'); from Route 620, sixty-one feet (61'); from Route 659, Relocated, sixty-five feet (65').*

14. TIME-PHASING OF DEVELOPMENT: Section I. of the Proffer Statement is hereby clarified and amended to add the following two paragraphs:

- Initial Delay of Residential Construction: No zoning permit for residential construction shall be issued to the Applicant before the fourth (4th) anniversary of the date of zoning approval of ZMAP 1995-0014. (This shall not preclude the Applicant from making application to

the County, and receiving approvals, for subdivision, site plan, grading permits and such other approvals as are appropriate to prepare the infrastructure for said residential development. The Applicant shall not begin actual construction of said infrastructure before the fourth (4th) anniversary of the date of zoning approval of ZMAP 1995-0014, provided that this restriction as to the construction of development infrastructure shall not apply in the case of a cooperative effort by the Applicant and other(s) to jointly construct any element of such infrastructure, including, without limitation thereby, public water and sewer facilities.

- Annual Cap on Residential Construction Once Construction Has Begun: After the commencement of residential construction, the Applicant shall not apply for more than two hundred (200) zoning permits for residential construction for any twelve (12) month period beginning with the date of the issuance of its first zoning permit, provided that, if the Applicant receives less than two hundred (200) zoning permits for residential construction in any such 12-month period, the Applicant may apply any such deficiency in the number of zoning permits issued in such 12-month period to the number of permits it would otherwise be entitled to during subsequent 12-month periods, provided further that, in any event, the Applicant shall not receive more than two hundred fifty (250) zoning permits for residential construction in any one such 12-month period.



Ms. Dale Polen Myers

July 2, 1997

Page 8

The Applicant appreciates the opportunity to submit this letter of clarification and voluntarily agrees that if the requested rezoning is granted by the Loudoun County Board of Supervisors, the clarifications and commitments included in this letter of clarification shall be binding upon the Property with the same force and effect as are matters contained in the March 17, 1997, Proffers for ZMAP 1995-0014 as if the matters contained herein were contained in the said Proffer Statement.

Respectfully submitted,

LK HOLDING LIMITED PARTNERSHIP  
a Virginia limited partnership

By: L&K Holding Corporation  
General Partner

By: H. George Schweitzer  
H. George Schweitzer  
President

STATE OF VIRGINIA )  
 ) to-wit:  
COUNTY OF LOUDOUN )

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared H. George Schweitzer, President of L&K Holding Corporation, sole general partner of LK Holding Limited Partnership, a Virginia limited partnership, who acknowledged that he executed the foregoing Letter of Clarification with the full power and authority to do so, as the act of such limited partnership.

IN WITNESS WHEREOF, I have affixed my hand and seal this 24th day of June, 1997.

Stephen P. Robin  
Notary Public

My Commission Expires: 6-30-99

KIRKPATRICK FARMS  
REZONING APPLICATION NO. 1995-0014

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March 17, 1997

KIRKPATRICK FARMS  
ZMAP 1995-0014  
PROFFER STATEMENT

Pursuant to Section 15.1-491(a), Code of Virginia, 1950, as amended, and Section 6-1209 of the Loudoun County Zoning Ordinance (1993), as amended, LK Holding Limited Partnership (the "Applicant"), a Virginia limited partnership, the sole owner of those parcels of real property known as Loudoun County Tax Map 105, Parcels 15 & 19A (collectively, the "Property" or "Kirkpatrick Farms") and the Applicant for a rezoning of the property in application ZMAP 1995-0014, hereby voluntarily proffers that the development of the Property shall be in substantial conformity with the Proffers as set forth below. All Exhibits, Charts and Tables referred to herein, including those on the below-referenced Concept Development Plan are attached hereto and hereby incorporated into this Proffer Statement.

All Proffers made herein are contingent upon the approval of the change in zoning districts requested in the pending rezoning application to the PDH-4 zoning district and upon approval of the Concept Development Plan ("CDP"). Upon approval of the requested change in zoning districts and the CDP, these Proffers shall supersede all Proffers previously in effect with respect to the Property.

I. CONCEPT DEVELOPMENT PLAN (CDP):

The Applicant proffers that the development of Kirkpatrick Farms shall be in substantial conformity with the Concept Development Plan attached hereto as Exhibit

A dated September 1, 1995, with revisions through February 7, 1997, prepared by Huntley, Nyce & Associates consisting of Sheets 6 - 8 (collectively, the "Concept Development Plan"). The Concept Development Plan (CDP) specifies that development on the Property shall not exceed a total of 1385 residential dwelling units (1224 of market rate and 161 of affordable dwelling units) and shall be constructed in three (3) distinct Phases. The Applicant shall generally conform to the guidelines set forth in the Choices and Changes, General Plan, 1991, for Suburban Communities.

The CDP designates a three (3) acre parcel north of the eastern site entrance to the Property as "HOA Park/Daycare Center/Church Site." The Applicant shall develop this location in one or more of these three designations. If development on this parcel is as a park, the HOA documents shall provide for the ownership and maintenance of such facility by the HOA.

The Applicant shall preserve the facade of the historic "Lunette" house on the Property, which is indicated on the Existing Conditions Plat, and to cause that house to be used either as a community facility, a private residence, or a commercial structure, and moved to an appropriate location depending on use.

In order to give the project a strong sense of community focus, the Applicant shall construct the following community amenities in the phase of development indicated below. All such amenities, unless otherwise provided for hereinbelow,

shall be maintained by the HOA established pursuant to Section V. of these Proffers.

In Phase I:

1. One (1) graded and seeded soccer field with goals and one (1) graded and seeded baseball field with appropriate infield configurations, a backstop, and bleacher space for no less than fifty (50) people at each field. Both fields shall be constructed by the time of issuance of the one hundredth (100th) zoning permit for residential development on the Property. At such time, the Applicant shall have constructed pedestrian access from the residential units in place on the Property to said fields. Said pedestrian access shall be of a temporary nature until development is under way in either Land Bay H or Land Bay I, as depicted on the Concept Plan, at which time said temporary access shall be converted to a permanent, hard-surface access.

By the time of the issuance of the one hundredth (100th) zoning permit for residential development on the Property, the Applicant shall have provided temporary gravel access to, and a temporary gravel parking area, for at least fifty (50) cars, to serve such fields.

Maintenance of the ballfields, the temporary access, and the temporary parking area shall be performed by the Homeowners' Association

established pursuant to Section V. hereof, for use by the residents of the project, until

such time as the fields are dedicated to the County for school use.

2. A small pocket park, approximately five thousand (5,000) square feet in size, located near the lake area, north of Braddock Road in Land Bay B, as depicted on the Concept Plan. Said park shall be equipped with a dock, a gazebo, a grill, and picnic tables, and shall be constructed in conjunction with the adjoining residential development, but not later than the issuance of a zoning permit for the two hundred seventy-first (271<sup>st</sup>) dwelling unit in the project.

3. Three (3) tot lots north of Braddock Road, as depicted on the Concept Plan. Each tot lot shall be equipped with swings and climbing apparatus of a nature normally deemed appropriate for children ages two through eight (2-8). Construction of the tot lots will take place with the development of the first subdivision of the Property abutting each said tot lot.

4. Two tennis courts and a hard surface, multi-purpose court abutting Land Bay A, as depicted on the Concept Plan, which shall be constructed prior to the issuance of a zoning permit for the one hundredth (100th) dwelling unit in the project.

In Phase II:

1. A community meeting space, pool and pool house facility located below Braddock Road in Land Bay M, as depicted on the Concept Plan. The pool shall be approximately sixty feet (60) by eighty feet (80') in size. The pool shall have an area especially suitable for young children up to the age of six (6) years.

Adjoining the pool area the Applicant shall construct a bath house, which shall have restrooms, showers and clothing storage facilities, as well as changing areas.

The bath house shall also include a community function area of approximately two thousand (2,000) to three thousand (3,000) square feet consisting of an equipped kitchen area, one or more meeting rooms and an exercise room.

The community meeting space, pool, and bath house facility shall be constructed prior to the issuance of the first (1st) zoning permit for development in Phase II of the Project.

2. A small pocket park, approximately five thousand (5,000) square feet in size, located south of Braddock Road in Land Bay Q1/Q2, as depicted on the Concept Plan. Said park shall be equipped with a gazebo, a grill, a dock and picnic tables, and shall be constructed in conjunction with the adjoining residential



development, but not later than the issuance of a zoning permit for the eight hundredth (800th) dwelling unit in the project.

3. Two (2) tot lots located south of Braddock Road, as depicted on the Concept Plan. Each tot lot shall be equipped with swings and climbing apparatus of a nature normally deemed appropriate for children ages two through eight (2-8).

Construction of the tot lots will take place with the development of the first subdivision of

the Property abutting each said tot lot.

4. One (1) graded and seeded general purpose athletic field the size of a regulation soccer field for the use of residents of the project located next to the soccer and/or baseball fields provided in Phase I. Construction of this general purpose field shall

take place prior to issuance of a zoning permit for the first (1st) dwelling unit in Phase II.

Said field shall be dedicated to the County for school use at the time the site is prepared for the elementary school site depicted on the Concept Plan.

Maintenance of said general purpose field shall be performed by the Homeowners Association established pursuant to Section V. hereof until such time as the field is dedicated to the County for school use.

5. A retail site (reserved, not constructed) capable of providing up to



twenty-five thousand (25,000) FAR square feet of retail commercial development on the northwest quadrant of the intersection of Braddock Road and the site's eastern access, as depicted on the Concept Plan. This retail site shall be marketed continuously with commencement of Phase II by listing with one or more brokers of commercial retail property.

6. Two tennis courts and a hard surface, multipurpose court abutting Land Bay M, as depicted on the Concept Plan, which shall be constructed prior to the issuance of a zoning permit for the one hundredth (100th) dwelling unit in Phase II.

In Phase III:

1. One (1) tot lot located south of Braddock Road, as depicted on the Concept Plan. Such tot lot shall be equipped with swings and climbing apparatus of a nature normally deemed appropriate for children ages two through eight (2-8).

Construction of the tot lot will be phased with the development of abutting residential development.

2. A small pocket park, approximately five thousand (5,000) square feet in size, located south of Braddock Road, as depicted on the Concept Plan. Said park shall be equipped with a gazebo, a grill, and picnic tables, and shall be constructed in conjunction with the adjoining residential development, but not later than the

issuance of a zoning permit for the twelve hundred fiftieth (1250th) dwelling unit in the project.

**In General:**

The Applicant shall provide hard surface access to all amenities established in Phase I, II, and III, above, except as otherwise provided above, as depicted on the Concept Plan. Such access shall be constructed at the time of the construction of the amenity.

The Applicant shall require any party building residential units or retail development in the project to use common landscaping materials and design, and signage that are prescribed by the Applicant for the project as a whole.

The Applicant shall preserve existing vegetation within floodplain, steep slope areas and passive recreation areas, where consistent with good design practice and engineering.

The Applicant shall develop the site on public water and sewer, which shall be divided at no cost to the County or to the Loudoun County Sanitation Authority (LCSA). The Applicant may cooperate with other landowner(s) in bringing public water and/or sewer to the Property through extension of existing facilities, including thereby the construction of off-site trunk lines, pump stations and water storage

facilities as needed, provided that such cooperative efforts are in accordance with LCSA practice and policies.

## II. TRANSPORTATION:

### A. Internal Road Network.

Unless otherwise specified in the Proffers, all roads on the Property will be constructed in accordance with the County of Loudoun's Land Subdivision and Development Ordinance and Facilities Standards Manual to provide access to the internal parcels as they are developed except those roads for which a request for modification has been granted by the Board of Supervisors. All roads built on the Property will be designed and constructed in accordance with Virginia Department of Transportation ("VDOT") and County standards or, if approved, with modified standards.

Dedication of land shall include related easements outside the right-of-way, such as slope, maintenance, storm drainage and utility relocation easements, necessary to construct public roads and streets within the Property. Dedication of right-of-way and easements shall occur upon request by the County in advance of development on the Property by the Applicant, if others have prepared construction plans and profiles consistent with the Concept Development Plan and require dedication to commence construction, and provided that the Applicant shall not be

obligated to incur costs or post bonds with the County in connection with such dedication.

B. Phasing of Development.

The Project will be built in three (3) Phases as specified on the CDP at Sheet 6 of 8. The Applicant shall make frontage and other off-site roadway improvements in each Phase according to the schedule set forth immediately hereinafter. All such improvements shall be made to standards reasonably required by the Virginia Department of Transportation (VDOT) and the Countrywide Transportation Plan except where a modification has been granted by the County.

i. Phase I (Land Bays A, B, C, D, H and I) - Prior to issuance of any zoning permits for development associated with Phase I of the Project, the Applicant will construct or bond for construction the following transportation improvements:

a. Frontage Improvements.

1. At the site entrance for the Project (Pebble Drive) on existing Route 659, left and right turn lanes on existing Route 659 and a transition for a northbound left turn lane on existing Route 659. (Illustrated in Figure 1 attached hereto and made a part hereof as Exhibit B.)

2. The frontage section of the Property on existing Route 659 reconstructed to locate the ultimate western curb to support half section of a four-

lane divided major collector. (Illustrated in Figure 1 attached hereto.)

b. External, Non-Frontage Improvements.

A northbound right turn lane on existing Route 659 at Route 50.

c. Dedication of Rights-of-Way.

The Applicant shall dedicate to the County the following right-of-way in order to accommodate Phase I construction:

- a right-of-way sixty feet (60) from the Ultimate Center Line of Route 659 across the frontage of the Property on Route 659. Such dedication shall be at no cost to the County or to VDOT, and shall be provided earlier than as set forth above if requested by the County or VDOT.

2. Phase II (Land Bays F, G, 3 acre commercial/retail, J, K, L, M, O and Q1/Q2) - Prior to issuance of any zoning Permits for development associated with Phase II, the Applicant will construct or bond for construction the following transportation improvements:

a. Frontage Improvements.

1. Left and right turn lanes for both the north and south sides of Route 620, at the eastern site entrance to the Property on Route 620.
2. A half section of a four-lane divided major collector on

eastern boundary of the Property (approximately 1000 linear feet).

b. External, Non-Frontage Improvements.

1. Two additional lanes to existing Route 659 from the northern boundary of the Property approximately 2700 linear feet to the southern property line of Stone Ridge (Tax Map 100, Parcel 44) that abuts existing Route 659 (approximately 2700 linear feet). The existing two lanes shall become the northbound lanes of the four-lane divided facility and shall be improved to VDOT standards, with the Applicant dedicating right-of-way for and constructing an additional two lanes west of the existing lanes to become the ultimate southbound lanes. Location of two lane improvements may vary subject to final engineering and right-of-way acquisition, but must all lie on the same side of the Ultimate Center Line.

2. Two additional lanes to existing Route 659 from the southern property line of Stone Ridge (Tax Map 100, Parcel 44) to Tall Cedars Parkway (approximately 3200 linear feet). The existing two lanes shall become the northbound lanes of the four-lane divided facility and shall be improved to VDOT standards, with the Applicant utilizing right-of-way provided by the Stone Ridge Development per Proffers in ZMAP 1994-0017, and constructing an additional two lanes west of the existing lanes to become the ultimate southbound lanes. Location of two lane improvements may vary subject to final engineering and right-of-way acquisition but must all lie on same side of Ultimate Center Line. Notwithstanding

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any other provision in this paragraph, the Applicant shall have no obligation to perform

the proffers of this paragraph if they have been previously performed by others.

3. Two lanes of an urban, divided major collector from Tall Cedars Parkway to U.S. Route 50 along a proposed new alignment of the West Spine Road between said points of terminus. Such construction shall include the following turn lane improvements at the intersection of the West Spine Road/ and U.S. Route 50:

- a right turn lane northbound on the West Spine ,  
Road; and
- an eastbound acceleration lane on Route 50.
- a westbound left turn lane on Route 50.

The Applicant shall submit conceptual roadway plans for the West Spine Road for VDOT review of traffic calculation prior to final design of the West Spine Road between Route 50 and Tall Cedars Parkway. Notwithstanding any other provision in this paragraph, the Applicant shall have no obligation to perform the proffers of this subsection 3. if they have been previously performed by others, provided that if the proffers of this paragraph have been previously performed by others, the Applicant shall, in lieu thereof, construct an additional two lanes, for a total of four lanes, of a four-lane divided major collector

on Route 620 across the frontage of that portion of its Property which has double frontage on Route 620, a distance of approximately 2550 linear feet, prior to commencement of Phase III of the project.

4. A half section of a four-lane divided major collector on Route 620 from the eastern boundary of the Property to the intersection of Route 620 and existing Route 659 (approximately 3200 linear feet). Location of two lane improvements may vary subject to final engineering and right-of-way acquisition, but must all lie on one side of the Ultimate Center Line.

5. An eastbound right turn lane and an eastbound left turn lane on Route 620 at existing Route 659, a southbound right turn lane from existing Route 659 to westbound Route 620, and a northbound left turn lane from existing Route 659 to westbound Route 620.

c. Dedication of Rights-of-Way.

The Applicant shall dedicate to the County the following rights- of-way in order to accommodate Phase H construction:

-subject to Section II.E., below, a right-of-way sixty feet (60') from the Ultimate Center Line of Route 659 (approximately 2700 linear feet) from the northern boundary of the Property on the west side of Route 659 to the southern boundary of Stone Ridge (Tax Map 100, Parcel 44) on Route 659.

-a ninety foot (90) right-of-way, forty-five feet (45) on both sides of the Ultimate Center Line of Route 620 from the eastern boundary of the



Property on the north side of Route 620 to the western boundary of the Property on the north side of Route 620.

- subject to Section II.E., below, a right-of-way forty-five feet (45') from the ultimate Center line of Route 620 from the eastern boundary line of the Property to Route 659.

-subject to Section II.E., below, a right-of-way of up to sixty feet (60') from the ultimate center line of the West Spine Road from Tall Cedars Parkway to U.S. Route 50, together with that right-of-way reasonably necessary to enable the Applicant to construct the turn lane improvements proffered above at the West Spine Road and Route 50, unless said right-of-way, has previously been provided by others.

Such dedications for right-of-way shall be at no cost to the County or VDOT, and shall be provided earlier if requested by the County or VDOT.

3. Phase III (Land Bay N and R) - Prior to issuance of any zoning permits for development associated with Phase III, the Applicant will construct or bond for construction the following transportation improvements:

a. Frontage Improvements.

1. A half section of a four-lane divided major collector on Route 620 from the western boundary of the Property on the south side of Route 620 (approximately 3050 linear feet) to its eastern site entrance.

2. Left and right turn lanes on Route 620 at the intersection of Route 620 and the western site access of the Property.

b. Internal Improvements:

A two-lane connection between Route 659 Relocated and the internal road system for Phase III development in Land Bay R, as shown on the CDP, provided that Route 659 Relocated is constructed from Route 50 south to such point of connection, by others, prior to the issuance of the twelve hundred sixty-first (1261<sup>st</sup>) zoning permit for residential development, or a cash escrow payable to the County in an amount equal to the reasonably estimated cost of such connection if Route 659 Relocated is not constructed from Route 50 south to such point of connection prior to the issuance of the one thousand two hundred sixty-first (1261<sup>st</sup>) zoning permit for residential development.

c. Dedication of Right-of-Way.

The Applicant shall dedicate to the County the following right-of-way in order to accommodate Phase III construction:

- a right-of-way forty-five feet (45') from the Ultimate Center Line of Route 620 from the western boundary of the Property on the south side of Route 620 to the western boundary of the Property on the north side of Route 620.

Such dedication shall be at no cost to the County or VDOT, and shall be provided earlier if requested by the County or VDOT.

C. Signalization.

The Applicant shall install signalization at such time as warranted by VDOT criteria (i.e., the Manual on Uniform Traffic Control Devices) at the intersections of:

- (1) Route 659 (West Spine Road) and Pebble Drive.
- (2) Route 620 and Eastern Site Road.
- (3) Route 50 and existing Route 659 (West Spine Road).
- (4) Route 659 (West Spine Road) and Route 620.
- (5) West Spine Road and Route 50.

Signalization at location #2 (Route 620 and the Eastern Site Road) will provide for pedestrian signal control if requested by the County and VDOT, to serve the elementary school.

The cost of the foregoing traffic signals numbered 1 and 2, above, will be bonded at the time of the filing of the record plat for each of such intersections. If the necessary warrants for the foregoing traffic signals numbered 1 - 5, above, have not been met by the time that zoning permits are issued for the twelve hundredth (1200<sup>th</sup>) residential unit, the Applicant shall make a cash contribution to the County of ONE HUNDRED THOUSAND AND NO/100 DOLLARS (\$100,000.00), escalated in accordance with the Consumer Price Index ("CPI"), per signal not yet installed. Such

contribution shall be held by the County to be used for the installation of such signal at such time as warrants are met.

D. Western Transportation Corridor Study Route 659 Relocated.

1. The Applicant recognizes that the Commonwealth of Virginia is conducting a route study for a potential Western Transportation Corridor, which may ultimately be located in the vicinity of the Property. The Applicant shall reserve for future dedication, at no public expense, right-of-way of up to a maximum of four hundred fifty feet (450') in width in the location shown on the Concept Development Plan to accommodate the north-south principal arterial roadway contemplated by the Western Transportation Corridor Study.

2. The Applicant further acknowledges that the County may also be locating a major north/south arterial road corridor on a portion of the western boundary of the Property south of Route 620 for the extension of Route 659 Relocated south of Route 50. Therefore, the Applicant shall also reserve for future dedication at no public cost a right-of-way no more than one hundred twenty feet (120') wide in the location shown on the Concept Development Plan, to accommodate Route 659 Relocated.

3. The exact location of the reservations provided for in II. D. I. and 2., above, will be identified and will be shown on the first preliminary plan of subdivision for any portion of the Project including or lying adjacent to said

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reservations. The precise corridor to be reserved, and the width of the reservation, will

depend on the evolution of plans by VDOT and the County for the VDOT Western Transportation Corridor Study and/or Route 659 Relocated, but in no case shall such reservations exceed the widths of four hundred fifty feet (450) and one hundred twenty feet (120), respectively. The Applicant will dedicate either or both said rights-of-way upon the reasonable request of the County or VDOT.

4. These reservations of right-of-way shall expire and be of no further force and effect on the earlier to occur of (i) December 31, 2015, (ii) with respect to either of such roads, the establishment by the County of a definitive alignment for such road in another location, or (iii) with respect to either such roadway, a decision by VDOT or the Commonwealth Transportation Board, or successor agency to either, that such roadway will not be constructed. Nothing contained in these Proffers shall be construed to impose upon the Applicant any obligation to construct or contribute to the construction of Route 659 Relocated or the Western Transportation Corridor, or to obtain right-of-way outside the Property for either of such improvements. In the event that neither condition (ii) or (iii) of this paragraph have been met by June 15, 2015, the Applicant shall, by June 15, 2015, send written notice to the County as a reminder of the pending expiration of said reservation on December 31, 2015.

5. Prior to the issuance of zoning permits for any Phase III development, the Applicant shall construct a subdivision road as a connector across

said Western Transportation Corridor reservation, as shown on the CDP; provided that the Applicant shall not construct such connector, in the event the Western Transportation Corridor, or similar roadway has previously been constructed by others on such reserved or dedicated right-of-way area, unless such Western Transportation Corridor, or similar roadway, has been constructed with an overpass or an underpass, designed to accommodate such project connector road at-grade. If the Western Transportation Corridor, or similar roadway, has previously been constructed by others, the Applicant shall provide cul-de-sacs on the connector road. In such case, the Applicant anticipates that the County will work with the Applicant and VDOT to ensure that construction plans for the Western Transportation Corridor incorporate a second point of public street access for Phase I and II development.

The Applicant anticipates the passage of a Resolution by the Board of Supervisors concurrently with the rezoning to provide a commitment by the County to work With the Applicant and VDOT to ensure that construction plans for the Western Transportation Corridor incorporate an underpass or overpass for the internal road joining the portion of the Property west of the area to be reserved with the balance of the Property.

E. Acquisition of Off-Site Right-of-Way/Easements.

1. In addition to dedicating right-of-way and easements on-site, the Applicant shall make good faith efforts to acquire off-site right-of-way or easements

necessary for the construction of the road improvements proffered herein for Phases I, II, or III. Where right-of-way and/or easements necessary for construction of proffered improvements cannot be obtained, despite such good faith efforts, either (1) voluntarily through donation or proffer to the County, or (ii) through purchase by the Applicant at a good faith reasonable price, the Applicant shall request that the County acquire such right-of-way and/or easements by appropriate eminent domain proceedings by the County, with all costs associated with the eminent domain proceedings to be borne by the Applicant (including but not limited to land acquisition costs). The initiation of such eminent domain proceedings is solely within the discretion of the County.

2. If the necessary right-of-way and/or easements cannot be acquired voluntarily, and the County chooses not to exercise its right of eminent domain within six (6) months of a written request by the Applicant, the Applicant shall be released from the obligation to acquire such right-of-way. If the County elects to defer its exercise of eminent domain, then Applicant's proffer requiring such acquisition or construction shall likewise be deferred. It is understood that the County will, in its discretion, seek said right-of-way and off-site improvements from other landowners as development occurs.

3. Notwithstanding any other provision of this Proffer Statement, should the Applicant construct any of said proffered improvements and/or provide said right-of-way in connection with off-site roadway construction on existing Route



659 from the southern boundary of Stone Ridge to Tall Cedars Parkway and from Tall Cedars Parkway north to Route 50 along a new alignment of the West Spine Road (Proffers II. B. 2. b. 2. and II. B. 2. b. 3. above), the Applicant shall request the disbursement to the Applicant by the County, at the discretion of the County, of sums equal to the actual cost to the Applicant of such construction and/or provision of right-of-way, including, the cost of the associated turn lanes, relocation of median crossing, and traffic signal, but only from monies received by the County from the developers of Stone Ridge in ZMAP 1994-0017 in lieu of construction of such improvements or from other regional roadway contribution funds proffered, by Stone Ridge in ZMAP 1994-0017, and only as such funds are paid to the County. The maximum amount of said disbursement shall be the actual cost of such construction less the estimated value - SIX HUNDRED FORTY THOUSAND AND NO/100 DOLLARS (\$640,000.00) - of the additional two lane improvements to Route 620 across the twenty-five hundred and fifty feet (2550') of double frontage of Kirkpatrick Farms on Route 620.

F. Cash Equivalent Contribution.

In all Proffers wherein the Applicant has agreed to construct road improvements or traffic signals, the Applicant shall contribute to the County or its designee an amount equal to the actual cost of constructing such improvements in lieu of actual construction if said improvements have been constructed by others prior to bonding for construction by the Applicant except for those improvements as set forth in



Proffers II. B. 2. b. 2. and II. B. 2. b. 3., above which are constructed by others. For the purposes of determining the in-lieu-of contribution, construction costs shall be defined as all engineering, surveying, bonding, permit fees, utility relocation, and other actual costs of construction. Such contribution in lieu of actual construction shall occur at the time the Applicant would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the vicinity of and for the benefit of the Property. If the County Staff and the Applicant disagree about the cost of such improvements, and they are unable to resolve their differences, the Loudoun County Board of Supervisors shall make the final determination.

G. Emergency Access.

Prior to issuance of a zoning permit for any residential unit in Land Bays C, D, H or F, the Applicant will construct an emergency access extending from a paved portion of Pebble Drive to Route 620 at the eastern site entrance shown on the Concept Development Plan. Such emergency access will provide access to Route 620 only to emergency vehicles by means of such restriction to regular vehicular traffic as may reasonably be required by the County. The aforesaid connection to paved Pebble Drive shall be via a gravel all weather road link at least fifteen feet (15') in width and of sufficient design to support emergency vehicle traffic.

H. Construction Traffic.

1. The Applicant shall use its best efforts to see that construction traffic to and from the site of development on the Property does not utilize any two-lane roadways in the State secondary road system one hour prior to the commencement of classes at the County public schools and one hour after the end of such classes, Monday through Friday, when the County public school system is in session. The Applicant shall insert language to this effect in its contracts of sale with all providers of residential units on the Property.

2. The Applicant shall use its best efforts to see that construction traffic to and from the site development on the Property does not utilize Braddock Road until Phase II improvements to Route 620 are in place.

III. CAPITAL FACILITIES:

A. Elementary School Site.

1. Reservation and Dedication - The Applicant shall reserve a site of approximately twenty (20) acres for use as an elementary school (the "School Site") in the approximate location indicated on the Concept Development Plan (Land Bay J). The Applicant shall dedicate such School Site to the County when requested by the County, but in no event earlier than the time of recordation of the first record plat for a

subdivision which abuts the School Site. Dedication of the site shall include the location of the soccer and baseball fields referenced in Proffer Phase I.1. (page 3), hereinabove, and the location of the general purpose athletic field referenced in Proffer Phase II.4. (pages 5 and 6), hereinabove.

2. Site Preparation - The Applicant shall provide Loudoun County with a subsurface analysis (including laboratory testing and geotechnical analysis) of the School Site in accordance with guidelines established by the Loudoun County School Board. The Applicant shall grade the building site for the elementary school according to (i) the Preliminary Conceptual Site Plan and Existing Conditions Plat dated February 21, 1996, revised October 23, 1996, prepared by Huntley, Nyce and Associates, (the "School Site Exhibit") attached hereto as Exhibit C, and (ii) plans and specifications mutually agreed upon with the Loudoun County School Board to make the School Site suitable for school construction. The subsurface analysis for the School Site shall be available to the School Board prior to the School Board's authorization of funding of the elementary school contemplated for the School Site. In lieu of the grading proffered by the Applicant, upon the written request of the School Board, the Applicant shall, at the time the School Board is prepared to commence construction on the School Site (as evidenced by the approval of a final site plan), provide the School Board with up to FOUR HUNDRED THIRTY-NINE THOUSAND, SEVEN HUNDRED NINETY AND NO/100 (\$439,790.00) to be drawn from the capital facilities contributions made by Applicant in accordance with the provisions of Section III.C. of

these Proffers), which the School Board can use to grade (i.e., any necessary excavation, grading, cut and fill or related activities) the School Site and to prepare the building pad for construction. The Applicant reserves the right to perform such grading and site preparation with the Applicant's own forces or contractors. To the extent that the Applicant advances such funds or performs such grading and site preparation with its own forces or contractors, the Applicant shall be entitled to a dollar for dollar per unit credit against subsequent per unit capital facilities contributions pursuant to Section III.C. below. If less than FOUR HUNDRED THIRTY-NINE THOUSAND, SEVEN HUNDRED NINETY AND NO/100 DOLLARS (\$439,790.00) is required to grade the school site, such increment shall be available as part of the Applicant's Capital Facilities contribution. If the Applicant performs such work, the Applicant shall provide the County with copies of such contracts, invoices, and other documentation as may be reasonably necessary to substantiate the Applicant's expenditure of funds for finish grading and site preparation, and to substantiate the Applicant's entitlement to such credit.

3. Access and Extension of Utilities - The Applicant shall construct street access, including sidewalk access, to the School Site and shall extend sewer, water, telephone and electric service to the perimeter of the School Site in conjunction with its own development activities at the time of recordation of the first record subdivision of any portion of the Property abutting the proposed School Site.

4. Stormwater Management - The Applicant shall, at no cost to the County or the School Board, design and construct off-site from the School Site, such stormwater detention facilities as may be necessary to accommodate and detain stormwater runoff from the School Site, including planned paved areas and buildings.

5. Interim Use - Until the School Site is dedicated to the County, the School Site may be used for any lawful purpose allowed by applicable Loudoun County Ordinances and related to the construction of the Kirkpatrick Farms community, provided such use shall not preclude the reasonable use of a portion of the site for ballfields as proffered hereinabove. In no case shall any such use take place on, the School Site without the knowledge and written consent of the Loudoun County School Board construction department. The School Site shall be delivered to the County free and clear of any construction debris, materials, or machinery.

B. Parks and Recreation.

Pedestrian Circulation System - Applicant shall construct a pedestrian circulation consisting of sidewalks and trails on the Property as shown on the Concept Development Plan. Sidewalks need not be constructed in areas served by the asphalt trail depicted on the Concept Development Plan, and in all other locations need only be constructed on one side of each road within the Property. Sidewalks and trails shall be constructed in phases concurrently with the subdivision of land in areas adjacent to such sidewalks and trails, and shall be subject to a public access easement providing

access to the general public in addition to residents of the Kirkpatrick Farms community.

C. Cash Contribution For Capital Facilities.

In addition to the foregoing capital facilities contributions of land and improvements, the Applicant shall make a cash contribution to the County of ONE THOUSAND TWENTY-SIX DOLLARS AND 26/100 (\$1,026.26) per residential dwelling unit developed in the Project for a total cash contribution at full buildout of ONE MILLION FOUR HUNDRED TWENTY-ONE THOUSAND THREE HUNDRED SIXTY AND NO/100 DOLLARS (\$1,421,360.00). Such contribution shall be made at the time of issuance of the zoning permit for each such residential dwelling unit. Such contributions, which shall be escalated in accordance with changes in the Consumer Price Index (CPI), shall be utilized by the County to meet capital facilities needs generated by residential development on the Property. These per unit cash contributions shall be accumulated for the benefit of the School Board, until an amount equal to FOUR HUNDRED THIRTY-NINE THOUSAND, SEVEN HUNDRED NINETY AND NO/100 DOLLARS (\$429,790.00) is available to perform the grading and site preparation for the School Site as provided in Section II.A. of these Proffers. The School Board, or the Applicant if the Applicant performs such work, shall have the right to draw upon this fund at any time, to the extent of the funds available in such account, to perform such grading and site preparation. Any funds remaining in this account after the completion of the trading and site preparation for the School Site may



III.A. of these Proffers, if such work is performed by the Applicant or the School Board prior to the accumulation of sufficient funds for such purpose, the Applicant shall provide the additional required funds, up to a maximum of FOUR HUNDRED THIRTY NINE THOUSAND, SEVEN HUNDRED NINETY AND NO/100 DOLLARS (\$439,790.00). To the extent that the Applicant provides the School Board with the difference between the amount in this account and the amount required, not to exceed FOUR HUNDRED THIRTY NINE THOUSAND, SEVEN HUNDRED NINETY AND NO/100 DOLLARS (\$439,790.00) to grade the School Site and prepare the building pad for construction, or to the extent that the Applicant itself performs or contracts for such work, the Applicant shall provide information to the County regarding the amount advanced to or on behalf of the School Board and shall receive a credit against future per unit cash contributions until such credit is exhausted.

#### IV. EMERGENCY SERVICES:

##### A. Applicant Contribution.

At the time of the issuance of each zoning permit, the Applicant shall make a one time contribution of Sixty Dollars (\$60.00) per unit for each residential dwelling unit and ten cents (\$. 10) per gross square foot of non-residential floor area, which shall be payable to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. For the purpose

of this Section IV., a residential unit includes each single-family detached dwelling unit, each single-family attached dwelling unit, and each multi-family dwelling unit, excluding



any approved accessory unit. Non-residential floor area includes commercial area and day care centers operated by for-profit organizations but excludes churches and public facilities, such as schools and libraries. Such contribution shall escalate in accordance with changes to the Consumer Price Index, as defined in Section VII.A. herein.

Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing fire and rescue services to the Property.

Notwithstanding the foregoing, at such time as the primary fire and/or rescue service to the Property is no longer provided by an incorporated volunteer company, the obligation to make the contributions listed within this paragraph shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as it is the primary provider of fire and rescue services to the Property.

B. Annual Contribution.

In addition to the emergency services contributions paid at the time of issuance of zoning permits as set forth above, the Applicant shall include in the documents establishing one or more owners' association(s), provisions for an annual contribution by the members of the Owners' Association to assist in the support of the operational costs of the volunteer fire and rescue services provided by the primary servicing fire company and primary servicing rescue company. The aforementioned contributions shall be based on an annual contribution of Sixty Dollars (\$60.00) per

residential unit and Five Cents (\$.05) per square foot of non-residential floor areas constructed, and shall be payable in quarterly installments. Such contributions shall commence with respect to each dwelling unit at the end of the first calendar quarter after first occupancy of each such dwelling unit or non-residential structure and shall remain in effect thereafter and shall escalate in accordance with changes to the Consumer Price Index, as defined in Section VII.A. herein. These contributions shall be collected by the Owners' Association(s) and paid directly in equal share to the primary servicing fire company and the primary servicing rescue company it is understood that a four (4) month period will be allowed before payment from the date of first occupancy to permit the Owners' Association time to organize and establish procedures. Notwithstanding the foregoing, at such time as the primary fire and rescue service is no longer provided by an incorporated volunteer company, the obligation to make the contribution listed within this paragraph shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as it is the primary provider of fire and rescue services to the Property.

C. Sprinkler Systems.

The Applicant shall require all builders to provide, as an option to purchasers of single-family detached and townhome residences, the opportunity to purchase and have installed residential sprinkler systems for each such residence; provided that the water supply system to any such residence has sufficient capacity support the sprinkler system. This proffer shall not require the builders to install such systems in residences on the Property unless the purchasers of such residences choose to

exercise such option prior to the start of construction and to pay associated costs in association with such purchase and installation. Any model homes utilized by the Applicant on the Property for marketing purposes shall be constructed with the sprinkler option.

D. Fire Alarms.

The Developer shall require builders to install automatic fire alarm systems in all retail, commercial, and day care buildings constructed on the Property.

E. Emergency Access During Construction.

The Applicant shall provide all-weather gravel compacted access for emergency vehicles to all portions of the Property under construction not later than the framing stage of construction. Such access shall be subject to acceptance by the County and such acceptance shall not unreasonably be withheld.

V. OWNERS' ASSOCIATION:

The Applicant will establish one or more Homeowners' Associations (HOA) and may establish a Lot Owners' Association prior to the approval of first record subdivision plat or site plan on the Property, whichever is first in time. Membership in such Owners' Association(s) shall be required of owners of all nonresidential structure (if a

Lot Owners' Association is created), all single family residential units and all multifamily residential units on the Property. Each Owners' Association shall have among its duties maintenance of each of the amenities specified in Section I. hereof, plus all appropriate private streets, common areas, including thereby open space, trails and play areas, as well as collection of annual fire and rescue donations as are provided for elsewhere in this Proffer Statement. Owners' Association documents, satisfactory in form to the County, shall be submitted for review and approval prior to the approval of the first application for record subdivision plat or first final site plan for the Property, whichever is first in time.

#### VI. OPEN SPACE:

##### A. Oven Space Proffers.

To comply with County General Plan policies for the provision of open space as applied to the development proposed for the Property, the Applicant shall contribute improvements or cash with a total value of SIX HUNDRED EIGHTY-FOUR THOUSAND AND NO/100 DOLLARS (\$684,000.00) (i.e. 171 open space units at \$4,000 per unit).

1. The Applicant shall construct the hiker/biker trail, identified in Proffer III.B., made of asphalt in widths varying from four to six feet (4'-6') depending on topography and type of use (biking, hiking, etc.), in the appropriate location shown

on the Concept Development Plan in Land Bays D, F, N, Q1/Q2 and O, for a total length of approximately seven thousand seven hundred feet (7,700') of such trails. The Applicant shall receive a credit of ONE HUNDRED THIRTY THOUSAND AND NO/100 DOLLARS (\$130,000.00) against the proffered SIX HUNDRED EIGHTY-FOUR THOUSAND AND NO/100 DOLLARS (\$684,000.00) open space contribution as the estimated cost to the Applicant for such linear trail system. Construction of this trail system shall proceed concurrently with the development of adjacent land bays. The trail system shall ultimately be taken over for maintenance by one or more Homeowners' Association(s) at the Property, but shall be established on a public access easement having a minimum width of ten feet (10), and shall be open to the general public in addition to residents of the Kirkpatrick Farms community.

2. The balance of the open space proffer contribution. FIVE HUNDRED FIFTY-FOUR THOUSAND AND NO/100 DOLLARS (\$554,000.00), shall be made through a cash contribution of FOUR HUNDRED AND NO/100 DOLLARS (\$400.00) per residential dwelling unit constructed on the Property, which contribution shall be made at the time of zoning permit issuance for each such dwelling unit. Such contributions shall escalate each year in accordance with increases in the Consumer Price Index, and shall be utilized to defray the cost of acquiring and/or improving a County regional park in the Dulles South Planning Area.

## VII. MISCELLANEOUS

A. Consumer Price Index.

Whenever these Proffers refer to the escalation of a proffered contribution or value in accordance with the Consumer Price Index, unless otherwise expressly stated herein, such reference shall mean that the contribution or value shall escalate annually, beginning on January 1, 1998 (i.e. to account for escalation during the previous year, 1997), and continuing each January 1 thereafter, by an amount equal to the percentage increase in the Consumer Price Index-All Urban Consumers ("CPI") over the prior year. If the U.S. Department of Labor shall ever cease publishing the CPI the Consumer Price Index shall be that index published by the Department of Labor or other U.S. government agency intended to reflect general increases in the cost of living for residents in the Washington, D.C. Standard Metropolitan Statistical Area.

LK Holding Limited Partnership, by L&K Holding Corporation, General Partner, by H. George Schweitzer, its President, warrants that it is the general partner of the limited partnership having legal ownership to the Property; that said Corporation has full authority to bind the Property to these conditions; that the Corporation's president is authorized to act on behalf of such corporation; and that these Proffers are entered into voluntarily; and that such limited partnership is the owner of record of all of the parcels of land comprising the Property and no signature

from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms.

LK HOLDING LIMITED PARTNERSHIP  
a Virginia limited partnership

By: L&K Holding Corporation  
General Partner

By: H. George Schweitzer  
H. George Schweitzer  
President

STATE OF Virginia

COUNTY OF Loudoun

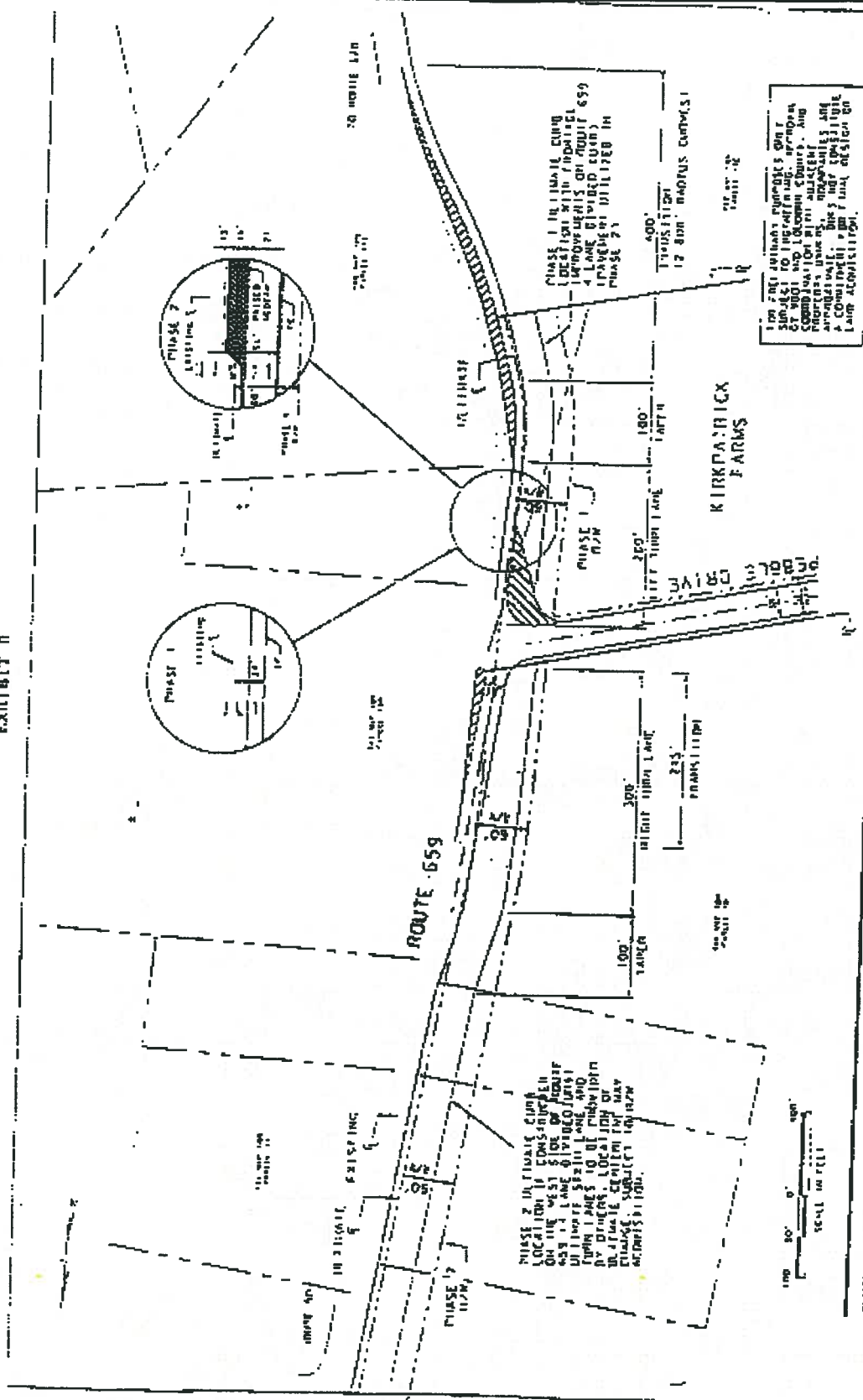
Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared H. George Schweitzer, President of L&K Holding Corporation, sole general partner of LK Holding Limited Partnership, a Virginia limited partnership, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so, as the act of such limited partnership.

IN WITNESS WHEREOF, I have affixed my hand and seal this 18<sup>th</sup> day of March 1997.

Signature  
Notary Public

My Commission Expires: 5-31-2000





ROUTE 659 / PEBBLE DRIVE - PHASE ONE IMPROVEMENTS

Figure

